

# GIRL SCOUTS OF NORTHERN NEW JERSEY, INC.

## AMENDED AND RESTATED BYLAWS

Adopted as of May 15, 2024

### ARTICLE I – THE COUNCIL

#### Section 1. Corporation.

The Corporation shall be known as Girl Scouts of Northern New Jersey, Inc. and shall also be referred to herein as the “Council”, a nonprofit organization under the laws of the State of New Jersey.

#### Section 2. Purpose.

The purpose of the Council is to make available to girls under its jurisdiction the program, practices, and standards of Girl Scouting as offered by Girl Scouts of the United States of America (GSUSA).

#### Section 3. Membership.

All the members of the Council shall be active registered members of the Girl Scout movement, affiliated with the Council.

#### Section 4. Voting Body.

The Voting Body of the Council shall be composed of registered Girl Scout members, at least 18 years of age, in the following categories:

- A. Elected Officers of the Council;
- B. Members-at-Large of the Board of Directors;
- C. Members of the Board Development Committee;
- D. National Council Delegates; and

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~~E.~~

E. Service Unit Representatives as defined herein.

- i. ~~1.~~ Each Service Unit shall be entitled to one or more Representatives based on girl membership as of September 30 each year, with one Representative per every one hundred and fifty (150) girl members, or a major fraction thereof, as illustrated below:

<del>GIRL MEMBERS</del>	<del>NUMBER OF REPRESENTATIVES</del>
<del>1 to 225</del>	<del>1</del>
<del>226 to 375</del>	<del>2</del>
<del>376 to 525</del>	<del>3</del>
<del>526 to 675</del>	<del>4</del>
<del>and so on in the same pattern.</del>	

<u>GIRL MEMBERS</u>	<u>NUMBER OF REPRESENTATIVES</u>
<u>1 to 225</u>	<u>1</u>
<u>226 to 375</u>	<u>2</u>
<u>376 to 525</u>	<u>3</u>
<u>526 to 675</u>	<u>4</u>
<u>Every additional 150 members = 1 additional Representative.</u>	

- ii. ~~2.~~ Girl Scout members who are fourteen (14) years and older are entitled and encouraged to be present at, and participate in, meetings of the Voting Body with voice and without vote.

F. ~~F.~~ Notwithstanding anything to the contrary in these Bylaws or otherwise, only the voting members of the Voting Body shall be the Members of the Corporation as the term “Member” is defined and used in the New Jersey Nonprofit Corporation act, N.J.S.A. 15A:1.1 et, seq.

**Section 5. Responsibilities.**

The members of the Voting Body shall:

- A. Elect Officers of the Council, the Members-at-Large of the Board of Directors, the Girl Members-at-Large, the members of the Council Board Development Committee, and the Delegates and Alternates to the National Council of Girl Scouts of the United States of America;
- B. Influence general lines of direction for Girl Scouting within the jurisdiction of the Council by receiving and responding to reports and information from the Board of Directors;
- C. Amend the Certificate of Incorporation and Bylaws, as appropriate, subject to any applicable requirement of the Certificate of Incorporation, as the same may have been, or may in the future be, amended;
- D. Take all other action requiring a vote of the Members of the Corporation; and E. Conduct such other business as may, from time to time, come before the members.

E. Conduct such other business as may, from time to time, come before the Members.

**Section 6. Regular Meetings.**

The Annual Meeting shall be held within the Council jurisdiction at such time and place as may be determined by the Board of Directors. Notice of time, place, and purpose of the meeting, together with the slate of nominees for all offices or positions to be filled pursuant to these Bylaws, shall be conveyed by mail or electronic means to each member of the Corporation not more than forty-five (45) and not less than twenty-one (21) days before the meeting.

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**Section 7. Special Meetings.**

Special meetings shall be called by action of the Board of Directors or shall be called by the Board Chair or Board First Vice Chair upon written request of no less than nine (9) members of the Board of Directors or of twenty-five (25) percent of the voting membership. The purpose of such meeting shall be limited to the legitimate business of the membership of the Council and such purpose shall be stated in the request. No other business shall be transacted except that for which the meeting has been called. Notice of the time, place, and purpose of the meeting shall be conveyed by mail or electronic means no less than ten (10) days before the meeting to each member of the Voting Body.

**Section 8. Quorum.**

No less than twenty (20) percent of the members of the Voting Body shall be present, and a majority of the Service Units (See Article VIII) shall have at least one Representative present who is eligible to vote to constitute a quorum for the transaction of business.

**Section 9. Voting Procedures.**

Each Representative present shall be entitled to one vote. Elections may be by voice or other means in uncontested elections, and shall be by ballot in contested elections. A plurality of votes cast shall elect. All other matters shall be determined by a majority vote of the members present and voting, unless otherwise specified by law or these Bylaws, or parliamentary authority. Proxy voting is prohibited.

**Section 10. Nominations from the Floor.**

Nominations may be made from the floor at the Annual Meeting provided that the eligibility of the individuals so nominated has been established and the written consent of such individuals has been secured and submitted, with their qualifications, to the Council Board Development Committee Chair by 5 p.m. on the day prior to the election date.

**ARTICLE II – BOARD DEVELOPMENT COMMITTEE**

**Section 1. Composition.**

There shall be a Board Development Committee, consisting of either seven (7) or nine (9) members, the majority of whom shall not be members of the Board of Directors. The Committee membership shall be representative of the Council’s jurisdiction. The Board Chair shall deliver the charge to the Board Development Committee at its first meeting each year and may attend subsequent meetings only upon invitation, and with voice but without vote. The President/Chief Executive Officer (“CEO”) is a member ex officio, with voice but without vote.

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## **Section 2. Responsibilities.**

The Committee shall present at the Annual Meeting a single slate of nominees for the five (5) elected Officers of the Council, for Members-at-Large of the Board of Directors (including Girl Members-at-Large), and for members of the Board Development Committee. The Committee shall develop and implement appropriate means of assessing the performance of the Officers, Board members, and its own members. Nomination for reelection as an Officer, Board Member-at-Large, or member of the Board Development Committee shall be based on evidence that such nomination is in the best interest of the Council.

The Board Development Committee shall assist the Board of Directors and the CEO by conducting: new Board member orientation, the Board annual retreat, the Board annual assessment, and such other activities as the Board may assign from time to time.

At the Annual Meeting of the Council held the calendar year preceding the regular meeting of the National Council of Girl Scouts, the Board Development Committee shall present to the Voting Body a single slate of nominees for Delegates and Alternates to the National Council.

Between Annual Meetings of the Council, the Board Development Committee shall present to the Board of Directors for their approval a single slate of nominees to fill any vacancies that the Board of Directors is empowered to fill at that time.

## **Section 3. Method of Election, Term, Vacancies.**

Approximately one-third of the Committee shall be elected each year. Members of the Committee shall be eligible for two (2) three-year terms with no possible re-election until after a lapse of three (3) years.

The Board of Directors shall have the power to fill vacancies in the Committee until the next Annual Meeting. If a vacancy occurs, the Voting Body at the next Annual Meeting shall elect a person for the remainder of the term of office. An individual who shall have served a half term or more in office shall be considered to have served a full term in the office.

## **Section 4. Selection and Term of Chair.**

The Chair of the Committee shall be elected by the Board Development Committee from among its members for a term of one (1) year and shall serve as Chair for no more than two (2) consecutive terms. The Chair, if not already elected to the Board of Directors, shall become a member of the Board, with voice and vote. In the event of a vacancy in the office of the Chair, the Board Development Committee shall elect a new Chair.

## **Section 5. Quorum.**

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A majority of the members of the Committee shall be present in person or linked by telecommunication to constitute a quorum for the transaction of business. All members participating in a telecommunications meeting must be able to hear one another for the transaction of business.

**Section 6. Removal.**

Unexcused absence of a member from three (3) consecutive meetings of the Board Development Committee shall be considered a resignation. A member of the Board Development Committee may be removed with or without cause by vote of at least two-thirds of the entire voting membership of the Board of Directors at a meeting called for that purpose.

**ARTICLE**

**III**

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**OFFICERS**

**Section 1. Number and Titles.**

The elected Officers of the Council shall be the Board Chair, First Vice Chair, Second Vice Chair, Secretary, and Treasurer. The CEO shall be an Officer ex officio, with voice but without vote. All shall also be the Officers of the Board of Directors. No Officer shall hold more than one office at one time. However, an Officer may temporarily serve as either acting Secretary or acting Treasurer while also holding the other office, until the vacancy is filled.

**Section 2. Duties.**

The duties of the Officers shall be as follows:

- A. ~~A.~~ The Board Chair shall be the principal Officer of the Council and shall preside at all meetings of the Voting Body and the Board of Directors. The Board Chair shall be responsible for seeing that the policies adopted by the members of the Board of Directors are carried into effect and for reporting to the membership and the Board of Directors on the conduct and management of the affairs of the Council. The Board Chair shall be a member, ex officio, of all committees except the Board Development Committee, and of all task forces and other administrative groups established by the Board and shall perform such other duties as are prescribed elsewhere in the Bylaws and as are usual to the office.

In addition, the Board Chair shall have the authority to designate one or more of the Council's Officers and/or Board members as an acting Secretary for such periods of time as the Board Chair deems necessary for the purpose of executing the duties of the Secretary as set forth under Article III, Section 2C of the Bylaws, in addition to or in the absence of the duly-elected Secretary of the Council. In addition, the Board Chair shall have the authority to designate one or more of the Council's Officers and/or Board members as acting Treasurer for such periods of time as the Board Chair deems necessary

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for the purpose of executing the duties of the Treasurer as set forth under Article III, Section 2D of the Bylaws, in addition to or in the absence of the duly elected Treasurer of the Council. An acting Treasurer, however, shall have the power to countersign checks and orders for the payment of money in place of the Treasurer only upon approval by the Executive Committee or Board of Directors.

- B. The First Vice Chair shall perform the duties of the Board Chair in the event of the Board Chair's absence or disability, and shall assist the Board Chair in such duties as the Chair shall assign.

The Second Vice Chair shall perform the duties of the Board Chair in the event of the absence or inability of the Chair and First Vice Chair and shall assist the Board Chair in such duties as the Chair shall assign.

In the event of a permanent vacancy in the office of the Board Chair, the Vice Chairs shall succeed in order of their rank and serve for the remainder of the un-expired term.

- C. The Secretary shall be responsible for issuing notices of all meetings of the Voting Body and the Board of Directors, and shall see that minutes of such meetings are kept. The Secretary shall be responsible for the custody of corporate records and files, and shall perform such other duties as are usual to the office.
- D. The Treasurer shall be responsible for the receipt and custody of all monies of the Council and for the disbursement thereof as authorized by the Board of Directors; for seeing that accurate accounts are kept of monies received and paid out; and for preparing and issuing financial statements and reports. The Treasurer shall be a member of the Finance Committee and shall perform such other duties as are usual to this office.

### **Section 3. Election and Term.**

The Officers shall be elected by the Voting Body for a term of three (3) years (a "Term") or until their successors are elected, and shall serve for no more than two (2) consecutive ~~terms~~ Terms in any one or ~~more combinations~~ of these offices, except that an individual shall be eligible to serve two (2) consecutive Terms in the office of the Board Chair regardless of the number of consecutive Terms that such individual shall have served in any office or offices other than Board Chair. They shall assume office immediately following their election.

The Board Chair and the Secretary shall be elected in one year, the First Vice Chair and the Treasurer shall be elected in the following year, and the Second Vice Chair shall be elected in the third year.

~~Regardless of the number of consecutive terms any person shall have served in any one or more of these offices other than that of the Board Chair, such person shall be eligible to serve two (2) consecutive terms as Board Chair.~~ The immediate ~~Past~~ past Board Chair shall not be eligible to serve on the Board of Directors or the Board Development Committee for the year immediately following that person's last term as Board Chair.

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#### **Section 4. Vacancies.**

Except as provided in Section 2, Paragraph B of this Article, a vacancy among the Officers shall be filled by the Board of Directors, upon recommendation of the Board Development Committee, until the next Annual Meeting. If a vacancy occurs, the Voting Body at the next Annual Meeting shall elect a person for the remainder of the term of office. An individual who shall have served a half term or more in office shall be considered to have served a full term in the office.

#### **Section 5. Removal.**

An Officer of the Council may be removed with or without cause by vote of at least two-thirds of the entire voting membership of the Board of Directors at a meeting called for that purpose.

### **ARTICLE IV – BOARD OF DIRECTORS**

#### **Section 1. Composition.**

The Board of Directors Members shall be elected from the qualified active members residing and/or employed within the Council jurisdiction and shall consist of a minimum of ~~18~~sixteen (16) and a maximum of ~~24~~twenty-two (22) adult members (including elected Officers and Members-at-large); the Chair of the Board Development Committee, ex officio, with voice and vote; and at least two (2) and no more than three (3) Girl Members-at-Large, ~~14~~fourteen (14) years old or older, with voice, but without vote.

#### **Section 2. Responsibilities and Accountabilities.**

The corporate business and affairs of the Council shall be governed under the direction of the Board of Directors except as may be otherwise provided in these Bylaws or the Certificate of Incorporation, as the same may have been, or may in the future be, amended.

The Board of Directors is accountable: a) to the elected membership for managing the affairs of the Council; b) to the National Board of Directors of GSUSA for compliance with the charter requirements; c) to the State of New Jersey, under which laws the Council is incorporated; d) to the federal government in matters relating to legislation affecting the income tax status of not-for-profit and non-stock organizations; and (e) to any state in which it conducts business.

#### **Section 3. Election and Term.**

- A. ~~A.~~ Except as provided in Article IV, Section 4, the Members-at-Large shall be elected by the Voting Body for a term of three (3) years (a “Term”), or to complete an unexpired ~~term~~Term, or until their successors are elected, and shall serve for no more than two (2) consecutive (full) ~~terms~~Terms. They shall assume office immediately following their election. Regardless of the number of consecutive ~~terms~~Terms any person shall have served as a Member-at-Large of the Board of Directors, such person shall be eligible to be a member of the Board

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of Directors when serving as an Officer of the Council or as Chair of the Board Development Committee.

~~Approximately one-third of the membership of the Board of Directors shall be elected each year.~~

- B. Girl Members-at-Large. The Girl Members-at-Large shall be elected by the Voting Body for a term of one (1) year, or until their successors are elected, and shall serve for no more than two (2) consecutive terms under this classification. They shall assume office immediately following their election.
- C. No individual shall serve more than two (2) consecutive (full) terms as a Member-at-Large. After serving two (2) consecutive (full) terms, they shall not be eligible to serve on the Board of Directors for the one (1) year period immediately following the end of such final Term, unless they are serving as an Officer of the Council or Chair of the Board Development Committee.

#### **Section 4. Vacancies.**

The Board of Directors shall have the power to fill vacancies in its own membership, upon recommendation of the Board Development Committee, until the next Annual Meeting of the Council. If a vacancy occurs, the Voting Body at the next Annual Meeting of the Council, shall elect a person for the remainder of the term of office. An individual who shall have served a half term or more in office shall be considered to have served a full term in the office.

#### **Section 5. Removal.**

Unexcused absence of a member from three (3) consecutive meetings of the Board shall be considered a resignation.

#### **Section 6. Meetings.**

The Board of Directors shall hold no fewer than four (4) meetings a year in addition to the Council Annual Meeting and a Board annual retreat, at such time and place as the Board may direct. Notice of time, place, and purpose of the meeting shall be conveyed by mail or electronic means to each member of the Board of Directors not fewer than seven (7) days before the meeting.

Members of the Board may participate in a meeting by means of conference telephone, video conference, web conference or similar communications equipment by which all persons participating can hear one another and be heard at the same time. Such participation shall constitute presence in person at the meeting.

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Each member of the board shall be entitled to one (1) vote. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these Bylaws, all matters shall be determined by a majority vote. Proxy and email voting shall not be allowed for votes of the Board of Directors, except as indicated in Section 7.

**Section 7. Action Without a Meeting.**

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting of the Board if, prior to or subsequent to the action, all members of the Board consent thereto in writing and the written consents are filed with the minutes of the proceedings of the Board. The consents shall have the same effect as a unanimous vote of the Board for all purposes and may be stated as such in any certificate or other document filed with the Department of the Treasury of the State of New Jersey. In the absence of unanimous consent, the action must be addressed at a regular or special meeting of the Board of Directors.

**Section 8. Special Meetings.**

Special meetings may be called by the Board Chair. Also, special meetings shall be called by the Board Chair or First Vice Chair upon written request of five (5) members of the Board of Directors. The purpose of such meeting shall be stated in the request, and no business shall be transacted except that for which the meeting has been called. Notice of the time, place, and purpose of the meeting shall be communicated to each member of the Board of Directors not fewer than five (5) days before the meeting.

Members of the Board may participate in a special meeting by means of conference telephone, video conference, web conference or similar communications equipment by which all persons participating can hear one another and be heard at the same time. Such participation shall constitute presence in person at the meeting.

Each member of the Board shall be entitled to one (1) vote. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these Bylaws, all matters shall be determined by a majority vote. Proxy and email voting shall not be allowed for votes of the Board of Directors.

**Section 9. Quorum.**

A majority of the members of the Board shall be present in person or linked by telecommunication to constitute a quorum for the transaction of business. All members participating in a telecommunications meeting must be able to hear one another for the transaction of business.

**ARTICLE V – EXECUTIVE COMMITTEE**

**Section 1. Composition.**

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The Executive Committee shall include the elected Officers of the Council; two (2) Members- at- Large nominated by the Board Chair and elected by the Board of Directors from among its members; and the CEO, who shall serve with voice but without vote. The Board Chair shall be Chair of the Executive Committee.

**Section 2. Responsibilities.**

The Executive Committee shall have and may exercise the powers of the Board of Directors in the interim between Board meetings, except that the Executive Committee shall not have the power to adopt the budget or take any action which represents a major change in direction established by the Board of Directors. The Executive Committee shall report to the Board of Directors at its next meeting on the purpose of any meetings of the Executive Committee and any actions taken.

**Section 3. Meetings.**

Meetings of the Committee shall be called by the Board Chair as needed.

**Section 4. Quorum.**

A majority of the members of the Executive Committee shall be present in person or linked by telecommunication to constitute a quorum for the transaction of business. All members participating in a telecommunications meeting must be able to hear one another for the transaction of business.

**ARTICLE VI – BOARD COMMITTEES AND TASK GROUPS**

**Section 1. Establishment.**

The Board of Directors shall establish the following standing committees: Finance, Audit, and Fund Development; also such other standing committees, special committees, and/or task groups, as it deems necessary.

**Section 2. Composition and Appointment.**

The Board Chair shall appoint the Chairs and members of the committees, for a term of one (1) year, subject to reappointment. A report of committee appointments shall be presented to the Board following the appointments.

The Chairs of the Finance, Audit, and Fund Development Committees shall be appointed by the Board Chair from among the members of the Board of Directors. Appointments to the positions of Committee Chairs shall

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be made at the next Board meeting following the Annual Meeting of the Council, except that vacancies may be filled at any regular meeting of the Board of Directors.

**Section 3. Use of Communication Equipment.**

A meeting may be held by telecommunication if the Chair of a Committee or Task Group determines that it is in the interest of the Council and will expedite the business at hand.

**ARTICLE VII – ADVISORY GROUPS**

**Section 1. Establishment.**

The Board of Directors and/or the CEO may establish Advisory Groups.

**Section 2. Appointment.**

Appointment of Advisory Group members and Chairs shall be made by the Board Chair or CEO for an unlimited number of one-year terms, and ratified by the Board of Directors. They shall serve at the pleasure of the Board of Directors, under the general supervision of the CEO. The Board of Directors and/or the CEO shall establish the functions of Advisory Groups.

**Section 3. Members from the Board of Directors.**

The Board Chair shall serve as an ex-officio member of Advisory Groups, and at least one additional Board member may be appointed by the Board Chair to serve on an Advisory Group.

**ARTICLE VIII – SERVICE UNITS**

**Section 1. Geographic Subdivisions and Membership.**

The Service Unit is the geographic subdivision used by the Council to deliver Girl Scouting to girls within the Council jurisdiction. The Board of Directors shall recognize operational subdivisions known as Service Units as the basis for membership representation in the Voting Body. The Board of Directors shall be informed regularly of any changes in Service Unit boundaries.

**Section 2. Responsibilities to the Corporation.**

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It shall be the responsibility of the Service Unit to:

- A. Send a Representative or Representatives to meetings of the Voting Body of the Corporation, as set forth in Article I, Section 3;
- B. Advise on proposed plans, policies, and other matters referred to the Service Unit by the Board of Directors; and
- C. Perform other such duties as may be requested by the Board of Directors to improve the quality of Girl Scouting in the Service Unit and within the Council.

**ARTICLE IX – PRESIDENT/CHIEF EXECUTIVE OFFICER (CEO)**

**Section 1. Appointment.**

The President/Chief Executive Officer (sometimes referred to herein as the “CEO”) of the Council shall be appointed by and accountable to the Board of Directors through the Board Chair.

**Section 2. Duties.**

The CEO shall be responsible for administering the total operation of the Council in conformity with the policies and plans adopted by the Board of Directors, including executing contracts and spending funds within specific limits established by the Board, and within the approved budgets; for providing advice and assistance to the Council, the Board of Directors, the Board Chair, other Officers, committees and task groups; and for interpreting and promoting Girl Scouting in the community. The CEO shall have the authority to employ and release all employed staff in accordance with policies adopted by the Board of Directors. The CEO shall have such other powers and perform such other duties as may be assigned by the Board of Directors through the Board Chair. The CEO shall be an Officer of the Council (with voice but without vote); an Officer of the Board of Directors (with voice but without vote); and a member of the Board Development Committee (with voice but without vote).

**ARTICLE X – NATIONAL COUNCIL DELEGATES**

The Delegates and Alternates which the Council is entitled to elect to the National Council of Girl Scouts of the United States of America shall be elected by the members of the Voting Body at the Annual Meeting held the calendar year preceding the regular meeting of the National Council. Delegates and Alternates shall be citizens of the United States of America, age fourteen (14) or older. They shall be elected from the qualified active members residing, and/or employed with the Council jurisdiction and registered with Girl Scouts of the United States of America and shall serve from the date of their election for a three-year term, or until their successors are elected

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and qualified. They shall be members of the Girl Scout Movement registered through the council at the time of election and throughout the term of service.

## **ARTICLES XI – FINANCE**

### **Section 1. Fiscal Year.**

The fiscal year of the Council shall be October 1-- September 30.

### **Section 2. Contributions.**

Any contributions, bequests, and gifts for the purposes of the Council shall be accepted or collected and disbursed only as authorized by the Board of Directors.

### **Section 3. Depositories.**

All funds of the Council shall be deposited to the credit of the Council under such conditions and in such financial institutions as shall be designated by the Board of Directors.

### **Section 4. Approved Signatures.**

Approvals for signatory authority in the name of the Council and access to funds and securities of the Council shall be authorized by the Board of Directors.

### **Section 5. Bonding.**

All persons having access to or responsibility for the handling of monies and securities of the council shall be bonded in the amount authorized by the Board of Directors.

### **Section 6. Budget.**

The annual budget of estimated income and expenditures shall be approved by the Board of Directors. No expenses shall be incurred in excess of total budgetary appropriations without prior approval of the Board of Directors.

### **Section 7. Contracts and Debts.**

Contracts may be entered into, or debts incurred, as directed by resolution of the Board of Directors; by the Executive Committee, if so directed; and in the case of contracts, by the CEO, within specific limits established and re-authorized annually by the Board.

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**Section 8. Audits.**

A Certified Public Accountant shall be retained by the Board of Directors to make an annual examination of the financial accounts of the Corporation. A report of this examination shall be submitted to the Audit Committee and to the Board of Directors.

**Section 9. Property.**

Title to all property and all funds shall be held in the name of the Council. The Board of Directors shall have the authority to buy, sell, rent, lease, mortgage, pledge, or do all things necessary with respect to the property of the Corporation, subject always, however, to the application of the proceeds from sale or borrowing to the use of the Girl Scout movement.

**Section 10. Finance Reports.**

A summary report of the financial operation of the Council shall be made at least annually to the membership and to the public in such form as the Board of Directors shall prescribe.

**Section 11. Investment of Funds.**

The funds of the Council shall be invested in accordance with the policy established by the Board of Directors or a Committee appointed by the Board of Directors for such purpose.

**ARTICLE XII- INDEMNIFICATION**

To the full extent permitted by law, the Council shall indemnify and hold harmless each person made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such a person is or was, or is the personal representative of a deceased person who was, an Officer or member of the Board against any judgments, fines, amounts paid in settlement and reasonable expenses, including attorney fees, actually and necessarily incurred as a result of such action, suit or proceeding except in regard to matters as to which such person shall be finally adjudged to be liable for breach of fiduciary duty. Such indemnification shall not be exclusive of any other rights or remedies to which such Officer or member may be entitled. This indemnification shall be secondary to any insurance available to such individual.

**ARTICLE XIII- DISSOLUTION**

In the event of dissolution of the Council, a special meeting for that purpose shall be called, at which only the members of the Council present in person may vote. Dissolution shall require a two-thirds vote of those voting members of the Council at a meeting where a quorum exists. There shall be no proxy or absentee voting.

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In the event of dissolution or final liquidation of the Corporation and after all liabilities and obligations of the Corporation have been paid, satisfied and discharged, or adequate provision made thereof, all remaining property and assets of the Corporation shall be distributed, conveyed, assigned, or transferred to organizations which comply with the following conditions:

- A. ~~a.~~ Such organizations shall be chartered or licensed by Girl Scouts of the United States of America and shall be organized and operated exclusively for educational or charitable purposes as contemplated by Section 501(c)(3) of the Internal Revenue Code, or
- B. ~~b.~~ Such remaining assets shall be placed in trust with Girl Scouts of the United States of America as long as it remains a Section 501(c)(3) charitable or educational organization, for the benefit of Girl Scouting, pending the inclusion of the jurisdiction of the dissolved Girl Scout Council into the jurisdiction of another Girl Scout Council.

#### **ARTICLE XIV – PARLIAMENTARY AUTHORITY**

The latest edition of “Robert’s Rules of Order” shall be the parliamentary authority in all matters not covered by New Jersey statutes, the Council Charter, Articles of Incorporation, and these Bylaws.

#### **ARTICLE XV – CONFLICT OF INTEREST**

All Directors, Officers, committee members and/or employees of the Council shall, as a condition of qualifying and continuing to qualify within their position of the Corporation, abide by such conflict of interest policies as the Board of Directors may adopt from time to time, and file such conflict of interest disclosure statements as the Board of Directors shall direct.

#### **ARTICLE XVI – AMENDMENTS**

These Bylaws may be amended by a two-thirds vote of the voting members present at any meeting of the Voting Body, provided that the proposed amendment shall have been included in the notice of the meeting, as provided in Article I, Sections 5 and 6.

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~~As adopted by the GSNNJ Board of Directors on October 1, 2007~~ ~~Page 15~~  
~~Revised May 12, 2010~~  
~~Revised May 15, 2019~~  
~~Revised May 19, 2021~~  
~~Revised May 10, 2023~~